



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



June 17, 2002

RECORDATION NO. 23882-A FILED

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

JUN 20 '02 1-09 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (1) original and (1) copy of the Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of May 1, 2002 between the following parties:

Lessee:	Schuylkill Railcar, L.P. 1058 Pennsylvania Ave. Harrisburg, PA 17111
Lessor:	Joseph Transportation Services, Inc. 300 Pike Street Cincinnati, OH 45202

Please see exhibit A for the equipment, thirty-two (32) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of May 1, 2002 related to thirty-two (32) railcars bearing reporting marks DLWR 7000-7041, sporadic.

Please file this as a secondary document under the Recordation Number 23882-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 23882.

The filing fee for this document in the amount of \$30.00, is included on check #19260. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 4137.

Sincerely,

Joseph Transportation Services, Inc.

Barbara A. Brzezicki
Documentation Coordinator

Enclosures

Corporate Offices: 300 Pike Street, Cincinnati, OH 45202-4222
Mail Address: P.O. Box 1077, Cincinnati, OH 45201-1077
513-929-4500 FAX 513-345-4375

RECORDATION NO.

23882-A
FILEDMEMORANDUM OF
AMENDMENT NO. 1 TO
RAILROAD EQUIPMENT LEASE

JUN 20 '02

1-09 PM

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 1") entered into this 1st day of May, 2002, is intended to evidence the amendment dated as of May 1, 2002 (the "Amendment No. 1"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **SCHUYLKILL RAILCAR, L.P.**, a Pennsylvania limited partnership ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the thirty-two (32) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on February 27, 2002, with Recordation No. 23882. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 23882-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

LESSOR**JOSEPH TRANSPORTATION SERVICES, INC.**By: Title: Executive Vice President & CFODate: May 1, 2002**LESSEE****SCHUYLKILL RAILCAR, L.P.**By: Title: PresidentDate: 5-31-02

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 1st day of May, 2002, by James H. Goetz, the Executive Vice President & CFO of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.





BARBARA A. BRZEICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF Pennsylvania)
)
COUNTY OF Dauphin) SS:

The foregoing instrument was acknowledged before me this 31 day of May, 2002, by David L. Gamble, the President of Schuylkill Railcar, L.P., a Pennsylvania limited partnership, on behalf of the partnership.


Notary Public

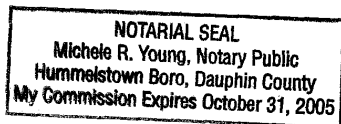


EXHIBIT A

To the Memorandum of Amendment No. 1 dated May 1, 2002, between Joseph Transportation Services, Inc. and Schuylkill Railcar, L.P.

DESCRIPTION OF UNITS

Thirty-two (32) railcars bearing reporting marks as follows:

<u>OLD NUMBER</u>	<u>NEW NUMBER</u>	<u>OLD NUMBER</u>	<u>NEW NUMBER</u>
DJJX 4314	DLWR 7000	DJJX 4571	DLWR 7026
DJJX 4332	DLWR 7002	DJJX 4053	DLWR 7027
DJJX 4337	DLWR 7004	DJJX 4067	DLWR 7028
DJJX 4361	DLWR 7006	DJJX 4071	DLWR 7029
DJJX 4373	DLWR 7009	DJJX 4096	DLWR 7030
DJJX 4376	DLWR 7010	DJJX 4147	DLWR 7031
DJJX 4412	DLWR 7011	DJJX 4175	DLWR 7032
DJJX 4466	DLWR 7014	DJJX 4072	DLWR 7033
DJJX 4498	DLWR 7016	DJJX 4039	DLWR 7034
DJJX 4502	DLWR 7017	DJJX 4114	DLWR 7035
DJJX 4505	DLWR 7019	DJJX 4174	DLWR 7036
DJJX 4520	DLWR 7020	DJJX 2251	DLWR 7037
DJJX 4522	DLWR 7021	DJJX 7255	DLWR 7038
DJJX 4562	DLWR 7023	DJJX 7281	DLWR 7039
DJJX 4565	DLWR 7024	DJJX 7278	DLWR 7040
DJJX 4566	DLWR 7025	DJJX 7253	DLWR 7041